

FOLEY & LARDNER LLP

Jeffrey R. Blease (CA Bar. No. 134933)

Tel: (617) 226-3155; jblease@foley.com

Thomas F. Carlucci (CA Bar No. 135767)

Tel: (415) 984-9824; tcarlucci@foley.com

Shane J. Moses (CA Bar No. 250533)

Tel: (415) 438-6404; smoses@foley.com

Emil P. Khatchatourian (CA Bar No. 265290)

Tel: (312) 832-5156; ekhatchatourian@foley.com

Ann Marie Uetz (admitted *pro hac vice*)

Tel: (313) 234-7114; auetz@foley.com

Matthew D. Lee (admitted *pro hac vice*)

Tel: (608) 258-4203; mdlee@foley.com

555 California Street, Suite 1700

San Francisco, CA 94104-1520

*Proposed Counsel for the Debtor
and Debtor in Possession*

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

In re:

THE ROMAN CATHOLIC BISHOP OF
OAKLAND, a California corporation sole,

Debtor.

Case No. 23-40523 WJL

Chapter 11

**SUPPLEMENTAL DECLARATION OF
CHARLES M. MOORE IN SUPPORT OF
THE APPLICATION OF THE DEBTOR
FOR AN ORDER (I) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF
ALVAREZ & MARSAL NORTH AMERICA,
LLC AS RESTRUCTURING ADVISOR TO
THE DEBTOR EFFECTIVE AS OF THE
PETITION DATE; AND (II) GRANTING
RELATED RELIEF**

[NO HEARING REQUIRED]

1 I, Charles M. Moore, being duly sworn, state the following under penalty of perjury:

2 1. I am a Managing Director with Alvarez & Marsal North America, LLC (together with
3 employees of its affiliates (all of which are wholly-owned by its parent company and employees), its
4 wholly owned subsidiaries, and independent contractors, "A&M"), a restructuring advisory services firm
5 with numerous offices throughout the country. I submit this supplemental declaration on behalf of A&M
6 (this "Declaration") in support of the *Application of the Debtor for an Order (I) Authorizing the*
7 *Employment and Retention of Alvarez & Marsal North America, LLC as Restructuring Advisor to the*
8 *Debtor Effective as of the Petition Date; and (II) Granting Related Relief* (the "Application")¹ including
9 my prior declaration in support thereof (the "Prior Declaration") on the terms and conditions set forth in
10 the Application and the Engagement Agreement attached to the Application as Exhibit C
11 (the "Engagement Agreement"). Except as otherwise noted,² I have personal knowledge of the matters
12 set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

13 2. As more fully described in the Application, A&M was paid via a retainer by the Debtor
14 and the retainer was replenished prior to the filing of the Chapter 11 Case. As of the Petition Date, the
15 estimated balance of the retainer A&M held was \$234,955.87.

16 3. A&M is connected to a private equity business known as "A&M Capital". The following
17 is a description of the connections between A&M and A&M Capital and how the disclosures in the
18 Application relate to A&M Capital. Alvarez & Marsal Inc. ("A&M Inc."), an entity controlled by Bryan
19 Marsal and Antonio Alvarez II, is the majority owner of A&M's sole owner Alvarez & Marsal Holdings,
20 LLC ("A&M Holdings"). Messrs. Marsal and Alvarez comprise the Board of Managers of A&M
21 Holdings and two of the Board of Managers of A&M. Messrs. Marsal and Alvarez, together with A&M
22 Inc., indirectly control a significant interest in the general partner of A&M Capital which consists of
23 various funds (the "A&M Capital Funds"). The investments of the A&M Capital Funds are private equity
24 investments in companies (all of whom are unrelated to the Debtors and these chapter 11 cases). If any
25

26 ¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

27 ² Certain of the disclosures herein relate to matters within the personal knowledge of other A&M Professionals and are based
28 on information provided by them.

DECLARATION OF CHARLES S. MOORE IN SUPPORT OF APPLICATION TO EMPLOY ALVAREZ & MARSAL

1 connection between A&M Capital and the Debtors or Potential Parties in Interest was reflected in the
2 A&M Client Database, A&M's disclosures would also include those results. Though no A&M Capital
3 portfolio company is a Potential Party in Interest, it is possible that A&M Capital's portfolio companies
4 have connections to the Potential Parties in Interest unrelated to the Debtors' cases that are not entered
5 into the Client Database. For example, the Client Database does not track A&M Capital portfolio
6 companies' contractual relationships, utility providers etc. Except as noted, the disclosure of connections
7 herein and in my original declaration (ECF No. 64-2) include those of all of A&M's affiliates, including
8 Alvarez & Marsal Capital Real Estate, LLC.

9 4. The individuals identified on Schedule A hereto ("New Parties") are parties involved in the
10 Debtor's Chapter 11 case who were not identified on Schedule A pursuant to Footnote 4 of the
11 Prior Declaration. The New Parties together with the parties identified on Schedule A to the
12 Prior Declaration are hereinafter referred to as the "Potential Parties in Interest".

13 5. Based on the Firm Procedures described in the Prior Declaration, A&M used reasonable
14 efforts to determine whether the New Parties in these chapter 11 cases are related to individual parties
15 who appeared in A&M's Client Database; however, A&M was unable to identify with certainty the
16 connections based on the generality of such individuals' names and/or the information available to A&M
17 at this time. A&M has identified these parties on Schedule B as "Indeterminate" connections in various
18 categories.

19 6. If any new material relevant facts or relationships are discovered or arise, A&M will
20 promptly file a supplemental declaration.

21 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
22 correct to the best of my information, knowledge and belief.

23 Executed: June 19, 2023
24 Oakland, California

25 By: /s/ Charles M. Moore
26 Charles M. Moore
27 Managing Director
28 Alvarez & Marsal North America, LLC

DECLARATION OF CHARLES S. MOORE IN SUPPORT OF APPLICATION TO EMPLOY ALVAREZ & MARSAL

Roman Catholic Bishop of Oakland
Schedule A

Redacted pursuant to Third Interim Order Approving Debtor's Motion for an Order Authorizing and Approving Special Noticing and Confidentiality Procedures entered on Docket #121, dated June 12, 2023.

Litigation

Roman Catholic Bishop of Oakland
Schedule B
Individual Parties w/Indeterminate A&M Connections

Redacted pursuant to Third Interim Order Approving Debtor's Motion for an Order Authorizing and Approving Special Noticing and Confidentiality Procedures entered on Docket #121, dated June 12, 2023.

Current and Former Clients of A&M
and/or its Affiliates¹

Significant Equity Holders of Current
and Former A&M Clients²

Professionals & Advisors³

Board Members⁴

¹ A&M and/ or an affiliate is potentially currently providing or has potentially previously provided certain consulting or interim management services to these parties or their affiliates (or, with respect to those parties that are investment funds or trusts, to their portfolio or asset managers or their affiliates) in wholly unrelated matters.

² These parties or their affiliates (or, with respect to those parties that are investment funds or trusts, their portfolio or asset managers or other funds or trusts managed by such managers) are potentially

significant equity holders of clients or former clients of A&M or its affiliates in wholly unrelated matters.

³ These professionals have potentially represented clients in matters where A&M was also an advisor (or provided interim management services) to the same client. In certain cases, these professionals may have engaged A&M on behalf of such client.

⁴ These parties or their affiliates are potentially board members of other clients or former clients of A&M or their affiliates in wholly unrelated matters.